



Interregional Distribution Grid Company of Centre,
Public Joint-Stock Company
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MINUTES
of meeting of the Board of Directors of IDGC of Centre, PJSC
(in the form of absent voting)

«31» July 2019

Moscow

No. 26/19

Form of the meeting: **absent voting.**

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: **A.V. Varvarin, A.V. Golovtsov, V.Y. Zarkhin, A.I. Kazakov, A.V. Logatkin, I.V. Makovskiy, A.I. Pavlov, L.A. Romanovskaya, M.M. Saukh, D.A. Chevkin, A.V. Shevchuk.**

Members who did not provide questionnaires: **none.**

The quorum **is present.**

Date of the minutes: **31.07.2019.**

AGENDA:

1. Consideration of the format of external independent evaluation of the internal audit activity.
2. On determination of the amount of payment for the external auditor's services to audit accounting (financial) statements.
3. On approval of an internal document of the Company: the Order of interaction of IDGC of Centre, PJSC with business companies, whose stocks (shares) are owned by IDGC of Centre, PJSC in a new edition.
4. On consideration of the report of General Director of the Company «On the status of the Company's Registry of non-core assets in 2Q 2019».
5. On consideration of the report of General Director of the Company «On the expenditure to prepare and conduct the Annual General Meeting of Shareholders of the Company on 30.05.2019».
6. On termination of powers of a member of the Management Board of the Company and election of a member of the Management Board of the Company.
7. On approval of nomination of the Insurer of IDGC of Centre, PJSC.

Item 1: Consideration of the format of external independent evaluation of the internal audit activity.

Decision:

1. To take into consideration the format of the external evaluation (technical specifications) in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.
2. To instruct the Audit Committee of the Board of Directors of IDGC of Centre, PJSC to approve the candidacy of the organization to conduct the external evaluation of the internal audit activity chosen as the winner according to the results of the centralized procurement procedure.
3. To instruct General Director of IDGC of Centre, PJSC to submit to the Board of Directors a report on results of the external independent assessment of the internal audit activity with preliminary consideration by the Audit Committee of the Board of Directors of the Company.

Deadline: 31.12.2019.

Voting results:

1. Alexander Viktorovich Varvarin - «FOR»
2. Alexander Viktorovich Golovtsov - «FOR»
3. Vitaly Yuryevich Zarkhin - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Andrey Vyacheslavovich Logatkin - «FOR»
6. Igor Vladimirovich Makovskiy - «FOR»
7. Alexey Igorevich Pavlov - «FOR»
8. Larisa Anatolievna Romanovskaya - «FOR»
9. Maxim Mikhailovich Saukh - «FOR»
10. Dmitry Alexandrovich Chevkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2: On determination of the amount of payment for the external auditor's services to audit accounting (financial) statements.

Decision:

To determine the amount of payment for services of the Company's auditor - Ernst & Young LLC - to provide the services for the audit of the accounting (financial) statements for 2019 prepared in accordance with RAS, the audit of the consolidated financial statements prepared in accordance with IFRS, for the year ending 31.12.2019, in the amount of 5 631 282,37 (Five million six hundred thirty one thousand two hundred eighty two rubles) 37 kopecks, including VAT (20%) 938 547,06 (Nine hundred thirty eight thousand five hundred forty seven rubles) 06 kopecks.

Voting results:

1. Alexander Viktorovich Varvarin - «FOR»
2. Alexander Viktorovich Golovtsov - «FOR»
3. Vitaly Yuryevich Zarkhin - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Andrey Vyacheslavovich Logatkin - «FOR»
6. Igor Vladimirovich Makovskiy - «FOR»
7. Alexey Igorevich Pavlov - «FOR»
8. Larisa Anatolievna Romanovskaya - «FOR»
9. Maxim Mikhailovich Saukh - «FOR»
10. Dmitry Alexandrovich Chevkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 3: On approval of an internal document of the Company: the Order of interaction of IDGC of Centre, PJSC with business companies, whose stocks (shares) are owned by IDGC of Centre, PJSC in a new edition.

Decision:

1. To approve the Order of interaction of IDGC of Centre, PJSC with business companies, whose stocks (shares) are owned by IDGC of Centre, PJSC in a new edition in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.
2. To recognize the Order of interaction of IDGC of Centre, PJSC with business companies, whose stocks (shares) are owned by IDGC of Centre, PJSC, approved by the decision of the Board of Directors of the Company on 05.07.2018 (Minutes # 22/18), to have lost force.

Voting results:

1. Alexander Viktorovich Varvarin - «FOR»
2. Alexander Viktorovich Golovtsov - «FOR»
3. Vitaly Yuryevich Zarkhin - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Andrey Vyacheslavovich Logatkin - «FOR»
6. Igor Vladimirovich Makovskiy - «FOR»
7. Alexey Igorevich Pavlov - «FOR»
8. Larisa Anatolievna Romanovskaya - «FOR»
9. Maxim Mikhailovich Saukh - «FOR»
10. Dmitry Alexandrovich Chevkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 4: On consideration of the report of General Director of the Company «On the status of the Company's Registry of non-core assets in 2Q 2019».

Decision:

1. To take into consideration the report of General Director of the Company «On the status of the Company's Registry of non-core assets in 2Q 2019» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.
2. To exclude asset # 1 from the registry of non-core assets of the Company in connection with its sale.
3. To approve the updated registry of non-core assets of the Company as of 30.06.2019 in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexander Viktorovich Varvarin - «FOR»
2. Alexander Viktorovich Golovtsov - «FOR»
3. Vitaly Yuryevich Zarkhin - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Andrey Vyacheslavovich Logatkin - «FOR»
6. Igor Vladimirovich Makovskiy - «FOR»
7. Alexey Igorevich Pavlov - «FOR»
8. Larisa Anatolievna Romanovskaya - «FOR»

9. Maxim Mikhailovich Saukh - «FOR»
10. Dmitry Alexandrovich Chevkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 5: On consideration of the report of General Director of the Company «On the expenditure to prepare and conduct the Annual General Meeting of Shareholders of the Company on 30.05.2019».

Decision:

To take into consideration the report of General Director of the Company «On the expenditure to prepare and conduct the Annual General Meeting of Shareholders of IDGC of Centre, PJSC on 30.05.2019» in accordance with Appendix # 5 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexander Viktorovich Varvarin - «FOR»
2. Alexander Viktorovich Golovtsov - «FOR»
3. Vitaly Yuryevich Zarkhin - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Andrey Vyacheslavovich Logatkin - «FOR»
6. Igor Vladimirovich Makovskiy - «FOR»
7. Alexey Igorevich Pavlov - «FOR»
8. Larisa Anatolievna Romanovskaya - «FOR»
9. Maxim Mikhailovich Saukh - «FOR»
10. Dmitry Alexandrovich Chevkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 6: On termination of powers of a member of the Management Board of the Company and election of a member of the Management Board of the Company.

Decision:

1. To terminate the powers of the following members of the Company's Management Board: Inna Vitalievna Gromova, Konstantin Alexandrovich Mikhailik and Sergey Yuryevich Rummyantsev.

2. To elect the following persons to the Company's Management Board:

- Yury Vadimovich Marakin – Deputy General Director for Security of IDGC of Centre, PJSC;

- Vladislava Vladimirovna Rezakova – Deputy General Director for Development and Sale of Services of IDGC of Centre, PJSC;

- Dmitry Vladimirovich Sklyarov – Acting Deputy General Director for Investment and Capital Construction of IDGC of Centre, PJSC.

Voting results:

1. Alexander Viktorovich Varvarin - «FOR»
2. Alexander Viktorovich Golovtsov - «ABSTAINED»

3. Vitaly Yuryevich Zarkhin - «ABSTAINED»
4. Alexander Ivanovich Kazakov - «FOR»
5. Andrey Vyacheslavovich Logatkin - «FOR»
6. Igor Vladimirovich Makovskiy - «FOR»
7. Alexey Igorevich Pavlov - «FOR»
8. Larisa Anatolievna Romanovskaya - «FOR»
9. Maxim Mikhailovich Saukh - «FOR»
10. Dmitry Alexandrovich Chevkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «2»

Decision is taken.

A dissenting opinion was received on this item from a member of the Board of Directors of the Company, V.Y. Zarkhin (Appendix # 6).

Item 7: On approval of nomination of the Insurer of IDGC of Centre, PJSC.

Decision:

To approve the following nominee as the Company's Insurer:

Type of insurance	Insurance company	Period of insurance (issue of policy)
Liability insurance of the aircraft owner to third parties for harm caused to life or health or property of third parties during the operation of the aircraft	SOGAZ	from 01.08.2019 to 31.07.2020

Voting results:

1. Alexander Viktorovich Varvarin - «FOR»
2. Alexander Viktorovich Golovtsov - «FOR»
3. Vitaly Yuryevich Zarkhin - «FOR»
4. Alexander Ivanovich Kazakov - «FOR»
5. Andrey Vyacheslavovich Logatkin - «FOR»
6. Igor Vladimirovich Makovskiy - «FOR»
7. Alexey Igorevich Pavlov - «FOR»
8. Larisa Anatolievna Romanovskaya - «FOR»
9. Maxim Mikhailovich Saukh - «FOR»
10. Dmitry Alexandrovich Chevkin - «FOR»
11. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «11»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Appendices:

1. The format of the external evaluation (technical specifications) (Appendix # 1).
2. The Order of interaction of IDGC of Centre, PJSC with business companies, whose stocks (shares) are owned by IDGC of Centre, PJSC (Appendix # 2).
3. The report «On the status of the Company's Registry of non-core assets in 2Q 2019» (Appendix # 3).
4. The registry of non-core assets of the Company as of 30.06.2019 (Appendix # 4).

5. The report «On the expenditure to prepare and conduct the Annual General Meeting of Shareholders of IDGC of Centre, PJSC on 30.05.2019» (Appendix # 5).
6. The dissenting opinion on agenda item # 6 of the Board of Directors of the Company from the member of the Board of Directors of the Company, V.Y. Zarkhin (Appendix # 6).

**Chairperson of the Board of
Directors**

A.I. Kazakov

Corporate Secretary

S.V. Lapinskaya